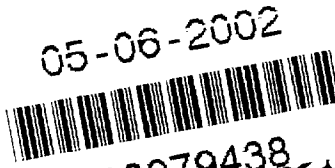


TRAI



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Higher Octave Music, Inc. **4-24-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other _____

Add'l name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Esoterotica, LLC
 Internal Address: _____
 Street Address: 23852 Pacific Coast Highway, #2C
 City: Malibu State: California ZIP: 90265

Individual(s) citizenship _____
 Association _____
 Limited Partnership _____
 Corporation _____
 Other: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 17, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark Registration Nos. (i) 1,683,665; (ii) 2,098,832; (iii) 1,513, 368; and (iv) 2,111,117

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Norman Zafman, Esq.
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard
Seventh Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: Four (4)

7. Total fee (37 CFR 3.41)\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Norman Zafman, Esq. [Signature] April 17, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

05/03/2002 LHWELLER 00000087 1683665
 01 FC:481 40.00 OP
 02 FC:482 75.00 OP

Nunc Pro Tunc Trademark Assignment

WHEREAS, Higher Octave Music, Inc., a corporation of the State of California, having a place of business at 7157 Birdview, Malibu, California 90265, is the owner of the trademark registrations set forth in the Attached Schedule A (the "Trademark Registrations");

WHEREAS, the shareholders of Higher Octave Music, Inc. have entered into an agreement with Virgin Records America, Inc., dated as of January 1, 1998, whereby Virgin Records America, Inc. acquired all of the stock of the shareholders of Higher Octave Music, Inc. (the "Purchase Agreement");

WHEREAS, pursuant to the provisions of Section 8.13 of the Purchase Agreement, the Trademark Registrations were to have been assigned out of Higher Octave Music, Inc., to a company to be formed by certain of said selling shareholders of Higher Octave Music, Inc., prior to the closing of the Purchase Agreement with Virgin Records America, Inc.; and

WHEREAS, Esoterotica, LLC, having a place of business at 23852 Pacific Coast Highway, #2C, Malibu, California 90265, was formed by said shareholders and was to be the assignee of the Trademark Registrations on or about July 1, 1998; and

WHEREAS, the foregoing assignment to Esoterotica, LLC was not formally done, Esoterotica, LLC is now desirous of acquiring the entire, right, title and interest in and to said Trademark Registrations, nunc pro tunc July 1, 1998;

NOW, THEREFORE, effective nunc pro tunc July 1, 1998, by this document, Higher Octave Music, Inc. does hereby sell, assign, and transfer to Esoterotica, LLC, its successors and assigns, the entire right, title and interest in and to said trademark registrations and trademark applications and any renewals and extensions thereof, in and to all goodwill symbolized by and associated with the business conducted under said trademarks and any part thereof, and all income, royalties, damages and payments now or hereafter due or payable in respect thereto and in and to all causes of action,

either in law or in equity, for past, present, or future infringement based on such trademarks, and in and to all rights corresponding to the foregoing throughout the world.

Higher Octave Music, Inc. agrees to execute any and all other papers and to perform such other proper acts as Esoterotica, LLC may deem necessary to secure to Esoterotica, LLC or to its designee the rights herein assigned.

Higher Octave Music, Inc.

By: [Signature]

STATE OF CALIFORNIA

No. 519

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA
County of Los Angeles
On 3-14-02 before me, CAROL CAVELLA, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"
personally appeared DAN SELENE
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Carol Cavella
SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER
Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)
Secretary
TITLE(S)
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)
Higher Octave Music

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

TITLE OR TYPE OF DOCUMENT None Pro Tunc Trademark assignment
NUMBER OF PAGES 2 DATE OF DOCUMENT no date
SIGNER(S) OTHER THAN NAMED ABOVE no other signers